SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*] ARDISANA LIZABETH A			2. Issuer Name and Ticker or Trading Symbol Hannon Armstrong Sustainable Infrastructure Capital, Inc. [HASI]		ionship of Reporting Person(s all applicable) Director	10% Owner					
ARDISANA (Last) ONE PARK PLA SUITE 200	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/17/2023	1	Officer (give title below)	Other (specify below)					
SUITE 200 (Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi X	dual or Joint/Group Filing (Ch Form filed by One Reportin Form filed by More than Or	ng Person					
	MD (State)	21401 (Zip)									
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										

	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Transaction(s) (Instr. 3 and 4)		(1130.4)					
Common stock, par value \$0.01 per share								825	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(c.g., pulls, suits, spheris, convertible securities)															
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (Ir 8)		Derivative Ex		(Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
LTIP Units	(1)(2)	03/17/2023		A		4,129		(1)(2)	(3)	Common stock, par value \$0.01 per share	4,129	\$0	5,122	D	

Explanation of Responses:

1. 5,122 units of limited partner interest ("OP Units") in Hannon Armstrong Sustainable Infrastructure, LP (the "Partnership") are issuable upon the vesting and conversion of 5,122 long-term incentive plan units("LTIP Units") in the Partnership.

2. Vested LTIP Units, after achieving parity with OP Units (as described in the Partnership's Amended and Restated Agreement of Limited Partnership (the "Partnership Agreement")), are eligible to be converted into OP Units on a one-for-one basis upon the satisfaction of conditions set forth in the Partnership Agreement. Upon conversion of LTIP Units into OP Units, the Reporting Person will have the right to cause the Partnership to redeem a portion of the Reporting Person's OP Units for cash in an amount equal to the market value (as defined in the Partnership Agreement) of an equivalent number of shares of common stock, par value \$0.01 per share, of Hannon Armstrong Sustainable Infrastructure Capital, Inc. (the "Issuer"), or at the Issuer's option, shares of the Issuer's common stock on a one-for-one basis, subject to certain adjustments.

3. N/A

Remarks:

/s/ Lizabeth A. Ardisana

** Signature of Reporting Person

03/17/2023 Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.